

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

MARCUS DUMOND, et al., )  
                                )  
                                )  
v.                            ) Civil Action No. 04-11458-GAO  
                                )  
                                )  
MASSACHUSETTS FINANCIAL SERVICES )  
COMPANY, et al.              )  
                                )

**STIPULATION OF DISMISSAL WITH PREJUDICE**

Pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, all parties to the above-captioned civil action ("Action") stipulate and agree as follows:

1. Plaintiffs filed the Action on or about May 4, 2004 in the United States District Court for the Middle District of Florida (Tampa Division), Case No. 8:04-cv-1007-T-26MSS, and asserted claims on behalf of MFS Capital Opportunities Fund, MFS Government Securities Fund, MFS Mid Cap Growth Fund, MFS Research Fund, MFS Strategic Growth Fund and Massachusetts Investors Growth Stock Fund, MFS Emerging Growth Fund, MFS Value Fund, MFS Municipal Income Fund and MFS Total Return Fund. The Action was transferred to the District Court effective June 23, 2004.

2. Plaintiffs asserted in the complaint that Defendants had violated Section 36(b) of the Investment Company Act by, among other things, collecting excessive advisory fees, distribution fees and 12b-1 fees. In Count IV of the Complaint, Plaintiffs alleged that Defendants violated Section 12(b) of the Investment Company Act and SEC Rule 12b-1.

3. Defendants moved to dismiss the Complaint. On January 19, 2005, the District Court dismissed Count IV of the Complaint (which Plaintiffs decided not to pursue) and denied the remainder of the motion to dismiss. Accordingly, following the motion, the Action involved

only claims pursuant to Section 36(b) of the Investment Company Act on behalf of the mutual funds set forth above.

4. On October 19, 2006, pursuant to Fed. R. Civ. P. 41(a)(1), all plaintiffs and defendants stipulated to the dismissal of all of plaintiffs' claims pertaining to the MFS Government Limited Maturity Fund.

5. On April 5, 2007, following the representation of the plaintiffs' counsel that none of the plaintiffs still owned shares of some of the MFS mutual funds on behalf of which the Action was commenced, pursuant to Fed. R. Civ. P. 41(a)(1), the parties stipulated to the dismissal with prejudice of all of plaintiffs' claims pertaining to MFS Capital Opportunities Fund, MFS Government Securities Fund, MFS Mid Cap Growth Fund, MFS Research Fund, MFS Strategic Growth Fund and Massachusetts Investors Growth Stock Fund, and further stipulated that Henry Berdat, Stuart Sturgess, Rosemary Sturgess, Margie Booth and Karen Peach be dismissed as plaintiffs in the Action.

6. All parties have agreed to settle the Action, and have discussed with the Court their intention to conclude the Action by stipulation pursuant to Rule 41 of the Federal Rules of Civil Procedure.

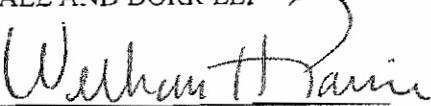
7. This Action, including all claims of all plaintiffs, shall be dismissed with prejudice and without costs, all rights of appeal having been waived.

8. The dismissal shall take effect upon approval by the Court of this Stipulation and upon entry on the docket of an Order dismissing the Action with prejudice and without costs, all rights of appeal having been waived.

MASSACHUSETTS FINANCIAL  
SERVICES COMPANY and  
MASSACHUSETTS FUND  
DISTRIBUTORS, INC.

By their attorneys,

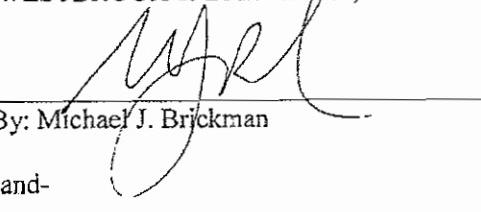
WILMER CUTLER PICKERING  
HALE AND DORR LLP

  
By: William H. Paine

MARCUS DUMOND, KATHLEEN  
BLAIR, WILLIAM BOOTH,  
EVELYN KELLER AND RICHARD  
KELLER

By their attorneys,

RICHARDSON, PATRICK,  
WESTBROOK & BRICKMAN, LLC

  
By: Michael J. Brickman

-and-

KELLER ROHRBACK LLP

---

By: Michael Woerner

-and-

JOHNSON, POPE, BOKOR, RUPPEL &  
BURNS, LLP

---

By: Guy Burns

-and-

SHAPIRO HABER & URMY LLP

---

By: Michelle Blauner

12

Dated: November 12, 2007

MASSACHUSETTS FINANCIAL  
SERVICES COMPANY and  
MASSACHUSETTS FUND  
DISTRIBUTORS, INC.

By their attorneys,

WILMER CUTLER PICKERING  
HALE AND DORR LLP

MARCUS DUMOND, KATHLEEN  
BLAIR, WILLIAM BOOTH,  
EVELYN KELLER AND RICHARD  
KELLER

By their attorneys,

RICHARDSON, PATRICK,  
WESTBROOK & BRICKMAN, LLC

---

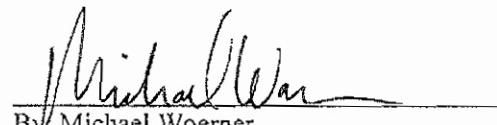
By: William H. Paine

---

By: Michael J. Brickman

-and-

KELLER ROHRBACK LLP



By: Michael Woerner

-and-

JOHNSON, POPE, BOKOR, RUPPEL &  
BURNS, LLP

---

By: Guy Burns

-and-

SHAPIRO HABER & URMY LLP

---

By: Michelle Blauner

Dated: November 13, 2007

MASSACHUSETTS FINANCIAL  
SERVICES COMPANY and  
MASSACHUSETTS FUND  
DISTRIBUTORS, INC.

By their attorneys,

WILMER CUTLER PICKERING  
HALE AND DORR LLP

---

By: William H. Paine

MARCUS DUMOND, KATHLEEN  
BLAIR, WILLIAM BOOTH,  
EVELYN KELLER AND RICHARD  
KELLER

By their attorneys,

RICHARDSON, PATRICK,  
WESTBROOK & BRICKMAN, LLC

---

By: Michael J. Brickman

-and-

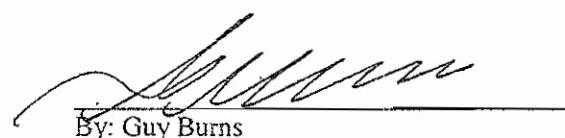
KELLER ROHRBACK LLP

---

By: Michael Woerner

-and-

JOHNSON, POPE, BOKOR, RUPPEL &  
BURNS, LLP



---

By: Guy Burns

-and-

SHAPIRO HABER & URMY LLP

---

By: Michelle Blauner

Dated: November 1, 2007

MASSACHUSETTS FINANCIAL  
SERVICES COMPANY and  
MASSACHUSETTS FUND  
DISTRIBUTORS, INC.

By their attorneys,

WILMER CUTLER PICKERING  
HALE AND DORR LLP

MARCUS DUMOND, KATHLEEN  
BLAIR, WILLIAM BOOTH,  
EVELYN KELLER AND RICHARD  
KELLER

By their attorneys,

RICHARDSON, PATRICK,  
WESTBROOK & BRICKMAN, LLC

---

By: William H. Paine

---

By: Michael J. Brickman

-and-

KELLER ROHRBACK LLP

---

By: Michael Woerner

-and-

JOHNSON, POPE, BOKOR, RUPPEL &  
BURNS, LLP

---

By: Guy Burns

-and-

SHAPIRO HABER & URMY LLP



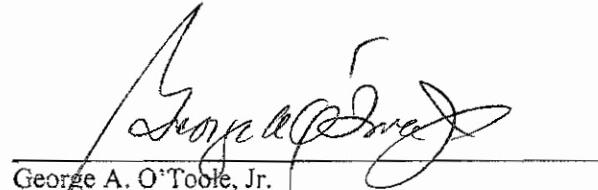
---

By: Michelle Blauner

12

Dated: November 1, 2007

APPROVED AND SO ORDERED:

  
George A. O'Toole, Jr.  
United States District Judge

November 20, 2007

**CERTIFICATE OF SERVICE**

I, William Paine, do hereby certify that a copy of the above document was served on all counsel registered with the ECF system by electronic service on the 13th day of November, 2007.

/s/ William Paine

William Paine